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ABSTRACT

Suggested bylaws for a college/university proposed internal governance council review aspects of function, organization, the chairman, meetings, and amendments. Seven sections concerning organization are reviewed: number, appointment, alternates, term, annual appointment, vacancies, and clerks. Meetings are discussed in relation to call, regular meetings, special meetings, quorum, agenda, procedure and open meetings. (MJM)

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Frantzreb and Pray Associates, Inc.

A COLLEGE/UNIVERSITY PROPOSED INTERNAL GOVERNANCE COUNCIL

SUGGESTED BYLAWS

Article I. Function. The Governing Council is authorized by the institution's Governing Board to serve as a forum for the informal consideration of issues affecting the institution and for the presentation of points of view of the various segments of the institution's constituency to the President, the Governing Board or other appropriate bodies.

Article II. Organization.

Section 1. Number. The Governing Council may consist of twenty (20) members composed of four (4) representatives each from the Governing Board, the Faculty, the student body, the Alumni and the Administration. The President of the University shall be a member ex officio.

Section 2. Appointment. The representatives of these constituencies shall be elected or appointed by such methods as their Governing Board shall determine, except that the administrative representatives shall be appointed and serve at the pleasure of the President of the institution.

Section 3. Alternates. Constituent groups shall designate not more than two (2) alternates who shall not attend meetings unless called to serve in his stead by a voting member.

Section 4. Term. Representatives shall serve one (1) year terms or until their successors shall take office.

Section 5. Annual Appointment. Elections or appointments shall be completed in May of each year, to be effective July 1 of that year.

Section 6. Vacancies. Vacancies shall be filled by interim appointment by the appropriate constituency.

Section 7. Clerk. There shall be a clerk supplied by the Administration of the institution whose job it is to record and prepare minutes of the meetings.

Article III. The Chairman.

Section 1. Designation. The President of the institution shall be ex officio Chairman of The Governing Council but may delegate the chairmanship at his discretion at any meeting.

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The President may appoint a Deputy Chairman to serve as Chairman in his absence.

Section 2. Committees. The Chairman shall be ex officio member of any committees of the Council that may be created.

Article IV. Meetings.

Section 1. Call. Meetings shall be called by the Chairman.

Section 2. Regular Meetings. There shall be at least four (4) meetings during the academic year.

Section 3. Special Meetings. Special meetings shall be called by the Chairman when he deems it necessary or at the request of any seven (7) members of the Council.

Notice of special meetings shall be delivered personally or mailed to each member at least five (5) days before the time of such meeting. Where, in the judgment of the Chairman, an emergency requires a shorter period of notice, the call may be given by notice, by telephone, or in person.

Section 4. Quorum. Eleven (11) members of the Council shall constitute a quorum for the transaction of all business. If less than a quorum is present, a majority of the members may adjourn to a specific date.

Section 5. Agenda. Any member may submit an item for the agenda for a regular meeting in writing and for stated reasons. The Chairman shall prepare and submit an agenda to the members at least five (5) working days prior to a regular meeting.

Section 6. Procedure. The Council may adopt such rules of procedure as it may deem advisable. In the absence of an adopted rule or Bylaw, Roberts Rules of Order shall govern as to procedure.

The rules, or any particular rule, may be suspended for not longer than the duration of a meeting by affirmative vote of two-thirds (2/3) of the members present.

Section 7. Open Meetings. All meetings will be closed sessions unless declared open by the Chairman or by a majority of the members present.

At closed meetings only members of the Council or their alternates may attend, except for special guests, the Deputy Chairman and the Clerk. Special guests may be invited by the Chairman to attend only upon concurrence of a majority of the members present.

Article V. Amendments. These Bylaws may be amended by a vote of fourteen (14) members at any meeting duly called for that purpose, and such amendment becomes effective when affirmed by the vote of fourteen (14) members or their designated alternates at the subsequent meeting and become effective only upon approval by the Governing Board.

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